

The nomination committee's proposal and reasoned statement to the annual general meeting in Cantargia on May 23, 2024

Background

The nomination committee consists of Jan Särilvik (The Fourth Swedish National Pension Fund), chairman, Daniel Kristiansson (Alecta), Mats Larsson (The First Swedish National Pension Fund), and Magnus Persson (chairman of the board of Cantargia).

The nomination committee's duties ahead of the annual general meeting 2024 have been to prepare the election of chairman of the board as well as the other members of the board, election of chairman of the annual general meeting, remuneration matters, election of auditor and other related issues. The nomination committee has held three formal recorded meetings and in addition thereto been in continuous contact. These meetings and contacts have been devoted to evaluation of the work of the current board of directors, discussions on the number of board members, discussions on prospective new board members and discussions on remuneration to the members of the board.

Shareholders have been offered the opportunity to submit proposals to the nomination committee via e-mail. No such proposals have been received.

The nomination committee's reasoned statement

In order to assess the requirements that will be imposed on the board of directors as a result of the company's current situation and its future orientation, the nomination committee has discussed the composition of the board regarding, for example, industry experience and diversity of competence. An important starting point has been that the composition of the board should reflect and give room for the breadth and diversity of competence and experience required for the future development of Cantargia.

Furthermore, the nomination committee has during its work paid particular attention to the provisions of rule 4.1 of the Swedish Corporate Governance Code, which have been applied as diversity policy by the nomination committee in the preparation of its proposed resolution regarding the board of directors. The nomination committee has strived to achieve an appropriate composition of the board, characterized by diversity and breadth of competence, experience and background among the proposed board members, and gender balance.

As basis for its proposal, the chairman of the board has provided the nomination committee with an account of the completed evaluation of the company's operations, goals and strategies as well as on how the board's work has been performed during the past year. Individual meetings with all board members and the CEO have been conducted. The nomination committee finds that board's work functions very well.

The nomination committee's assessment is that the board proposed to be appointed (see below), with regard to the company's operations, stage of development and other factors, is appropriately composed to meet the requirements imposed by the company's operations. The nomination committee has paid particular attention to the company's strategic development, governance and control as well as the requirements that these factors impose on the board's competence and composition. The gender balance is uneven within the board (20 per cent of the members are women), which future nomination committees should take into account.

All proposed members of the board are deemed to be independent vis-à-vis the company and the executive management as well as the company's major shareholders, taking the independency requirements for the board set out in the Swedish Corporate Governance Code into account.

The nomination committee of Cantargia AB (publ) hereby proposes the following to the company's annual general meeting 2024:

Chairman of the annual general meeting

The nomination committee proposes that attorney-at-law Erik Sjöman – or to the extent he is prevented, the person assigned by the nomination committee – is elected chairman of the annual general meeting.

Number of members of the board and deputy members of the board

The nomination committee proposes that the board of directors shall consist of five members with no deputies.

Number of auditors

The nomination committee proposes election of one auditor with no deputies.

Election of members of the board

The nomination committee proposes that the board members Magnus Persson, Anders Martin-Löf, Flavia Borellini, Magnus Nilsson and Damian Marron are re-elected. Further information on the members proposed for election is available on Cantargia's website or in the Annual Report for 2023.

Election of chairman of the board

The nomination committee proposes that Magnus Persson is re-elected.

Remuneration to the board

The nomination committee proposes that the remuneration to the members of the board, excluding remuneration for work performed on the board's committees, shall amount to SEK 1,675,000 in total, distributed as follows: SEK 595,000 shall be distributed to the chairman of the board and SEK 270,000 shall be distributed to each of the other board members.

As remuneration for work performed on a committee, the following is proposed: SEK 100,000 shall be distributed to the chairman of the audit committee and SEK 50,000 to each of the other two members of the committee. SEK 50,000 shall be distributed to the chairman of the remuneration committee and SEK 25,000 to each of the other members of the committee. SEK 250,000 shall be distributed to the chairman of the drug development committee and SEK 50,000 to each of the other members of the committee.

In addition to the remuneration proposed above, SEK 20,000 shall be distributed to each member residing outside the Nordic region for each physical board meeting (however, not more than six meetings) held in Sweden, attended by such member.

Remuneration to the auditor

The nomination committee proposes that remuneration to the auditor, for the time until the end of the next annual general meeting, shall continue to be paid in accordance with approved invoices.

Election of auditor

The nomination committee proposes, in accordance with the audit committee's recommendation, that the auditing company Öhrlings PricewaterhouseCoopers AB is re-elected as the company's auditor for the time until the end of the next annual general meeting whereby Öhrlings PricewaterhouseCoopers

has informed that, provided that the auditing company is elected, the authorized public accountant Mikael Nilsson will serve as auditor-in-charge.

April 2024

Nomination committee of Cantargia AB (publ)